

DOBOS & ASSOC. IN ACCOUNTING, Inc.
6908 Glenwood Ave.
Boardman, Ohio 44512

P02000047418

FILED
APR 30 PM 4:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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*****70.00 *****70.00

ATTENTION DORIS BROWN

PER OUR CONVERSATION

DEAR DORIS

CUNNINGHAM PROPERTY COMPANY, INC.

CAN BE CHANGED TO CUNNINGHAM PROPERTIES OF S.W. FLORIDA, INC

OR
EITHER ONE IS OK CUNNINGHAM PROPERTY CO. OF S.W. FLORIDA, INC.

[Signature]
JIM DOBOS INCORPORATOR

4-22-02

[Signature] *4-22-02*

DONALD S. CUNNINGHAM
REGISTERED AGENT

702-6864

Jim Dobos - President - Public Accountant
Office 330-726-0735 Fax 330-726-0974 Cell 330-219-3402

DB 4/30 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 12, 2002

DONALD S. CUNNINGHAM
18211 DEEP PASSAGE LANE
FORT MYERS BEACH, FL 33931

SUBJECT: CUNNINGHAM PROPERTY COMPANY, INC.
Ref. Number: W02000006864

We have received your document for CUNNINGHAM PROPERTY COMPANY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 102A00014821

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CUNNINGHAM PROPERTY CO. OF S.W. FLORIDA, INC.

The undersigned desires to form a Corporation for profit under the appropriate sections of the Revised code of the State of Florida, certifies:

FIRST: The name of the Corporation will be :

CUNNINGHAM PROPERTY CO. OF S.W. FLORIDA, INC.

SECOND: The principle office of said Corporation is to be located 18211 Deep Passage Lane, Fort Myers Beach, Florida 33931. In the County of Lee, Florida.

THIRD: The purpose for which the Corporation is formed is to: Engage in any lawful act or activity for which corporations may be formed according to Florida Law. Specifically property sales and rentals.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is 500 of which all shares shall be Common without par value.

FIFTH: The President of the Corporation will be Donald S. Cunningham and the Vice President, Secretary and Treasurer will be Jacalyn L. Cunningham. Address of all officers is 18211 Deep Passage Lane, Fort Myers Beach Florida. 33931

SIXTH: The address of the initial Registered agent is 18211 Deep Passage Lane Fort Myers Beach, Florida, 33931 the initial Registered Agent is Donald S. Cunningham.

Donald S. Cunningham 3-1-02

Donald S. Cunningham
18211 Deep Passage Lane
Fort Myers Beach, Florida 33931

SEVENTH: Incorporator is James C. Dobos 6908 Glenwood Ave. Boardman, Ohio 44512. 330-726-0735.

James C. Dobos 3-1-02
Incorporator James C. Dobos
6908 Glenwood Avenue
Boardman, Ohio 44512
330-726-0735

EIGHTH: This Corporation shall have the authority to purchase, hold and re-issue the shares of its capital stock.

NINTH: Whenever any action to be taken at a Shareholder's meeting is by law required to have the assent or approval of the Shareholders of a particular class such assent or approval may be given by the affirmative vote of the holders of the majority of shares having voting power in respect of such action unless the statutes otherwise require. Shares having voting power in respect of such action shall mean shares represented at a particular meeting by the holders thereof in person or by proxy.

TENTH: This Corporation may indemnify any person made a party to any action, suit or proceeding, whether civil or criminal by reason of the fact that he, his testator, intestator, is or was a director, officer, or employee of the Corporation, or any corporation which he served in such capacity at the request of the Corporation, or any corporation which he served in such capacity at the request of the Corporation, against the reasonable expenses including attorney fees, actually and reasonably incurred by him in connection with the appeal in it and to judgment or the reasonable costs of settlement of any such action, suit or proceeding but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit or proceedings that the director, officer, or employee is liable for gross neglect or willful misconduct in the performance of duty to the Corporation.

ELEVENTH: Any contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any firm, of which one or more of its directors are members or employees or in which they are interested or between the Corporation and any Corporation or association of which one or more of its directors or shareholders, members, directors, officers, or employees or in which they are no interested shall be valid for all purposes notwithstanding the presence of the directors or director of the meeting of the Board of Directors of the Corporation which acts upon or in reference to contract or transaction and notwithstanding his or their participation in the action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless authorize to ratify the contract or transaction. The interested director or directors to be counted in determining whether a quorum is present to be entitled to vote on such authorization or ratification. This contract or other transaction that would otherwise be invalid under the common and statutory law applicable to it.

TWELFTH: This Corporation may enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, with any domestic or foreign corporation, associations, partnership individuals or any other entity or may enter into any general or limited partnership.

THIRTEENTH: In the event of the death of a shareholder or in the event that a shareholder wishes to divest himself of the shares of the corporation, be it resolved that the following method for divestiture, sale of stock will be followed:

- A. The stock must first be offered to the Corporation for repurchase.
- B. Secondly, the stock must then be offered to all the existing shareholders in the amounts determined by the percentage of ownership of the Corporation not taking into account the Seller's percentage.
- C. After the above two methods of the sale have been completed and only after they have been completed, the stock may be divested and ownership turned over to other people.

FOURTEENTH: The corporation through its Board of Directors shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand this
1st day of March 2002.


Donald S. Cunningham

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, that Donald S. Cunningham of Lee County, 18211 Deep Passage Lane, Fort Myers Beach, Florida being a natural person and resident of Lee County, being the County in which the principal office of **CUNNINGHAM PROPERTY CO. OF S.W. FLORIDA, INC.** 18211 Deep Passage Lane, Fort Myers Beach, Florida 33931, Lee County, is located, is hereby appointed as the person whom process, tax notices and demands against Cunningham Property Company, Inc. may be served.

Signed and dated at Fort Myers Beach, Florida Lee County This 1st day of March 2002.

Donald S. Cunningham 3-1-02
Donald S. Cunningham

ACCEPTANCE BY STATUTORY AGENT

I hereby accept appointment as the representative of **CUNNINGHAM PROPERTY CO. OF S.W. FLORIDA, INC.** upon whom process, tax notices and demands may be served. DATED: March 1st, 2002.

Donald S. Cunningham 3-1-02
Donald S. Cunningham
18211 Deep Passage Lane
Fort Myers Beach Florida 33931